

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TENNESSEE  
GREENEVILLE DIVISION**

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**IN RE SOUTHEASTERN MILK  
ANTITRUST LITIGATION**

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**No. 2:08-MD-1000**

**THIS DOCUMENT RELATES TO  
ALL CONSOLIDATED CASES:**

**Judge J. Ronnie Greer**

**Magistrate Judge Dennis H. Inman**

*Sweetwater Valley Farm, Inc., et al. v.  
Dean Foods, Co., et al., No. 2:08-cv-12*

*Baisley, et al. v. Dean Foods, Co., et al.,  
No. 2:08-cv-14*

*Scott Dairy Farm, Inc., et al. v. Dean  
Foods, Co., et al., No. 2:07-cv-208*

*Aker v. Dean Foods, Co., et al.,  
No. 2:07-cv-248*

*Farrar v. Dean Foods, Co., et al.,  
No. 2:07-cv-272*

*Groseclose v. Dean Foods, Co., et al.,  
No. 2:08-cv-53*

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**DECLARATION OF CARL R. METZ IN SUPPORT OF  
DEFENDANTS' MEMORANDUM IN OPPOSITION TO THE  
DAIRY FARMER PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

I, Carl R. Metz, the undersigned, declare:

I am an attorney admitted to practice in the District of Columbia and the State of Illinois, and admitted *pro hac vice* in this Court. I am an associate in the law firm of Williams & Connolly, LLP, counsel in this action for Defendants Dairy Farmers of America, Inc., Dairy Marketing Services, LLC., and Mid-Am Capital LLC. I make this declaration in support of the

Defendants' Memorandum in Opposition to the Dairy Farmer Plaintiffs' Motion for Class Certification ("Defendants' Opposition"). I have personal knowledge of the information stated herein. Attached hereto are the following Exhibits referenced in Defendants' Opposition:

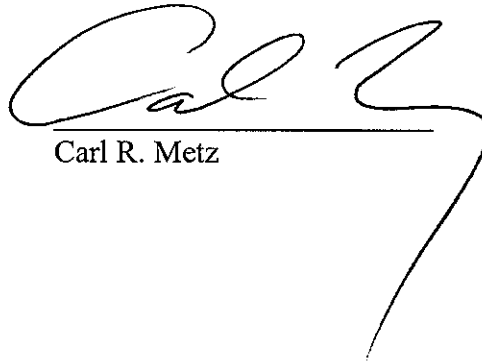
1. Attached as Exhibit 1 is a true and correct copy of the Declaration of Ernest W. Yates, dated June 29, 2009.
2. Attached as Exhibit 2 is a true and correct copy of the June 18, 2009 Deposition of John Beyer.
3. Attached as Exhibit 3 is a true and correct copy of excerpts from the June 10, 2009 Deposition of Barbara Arwood.
4. Attached as Exhibit 4 is a true and correct copy of excerpts from the June 11, 2009 Deposition of Victor Arwood.
5. Attached as Exhibit 5 is a true and correct copy of excerpts from the April 14, 2009 Deposition of Felice Baird.
6. Attached as Exhibit 6 is a true and correct copy of excerpts from the May 19, 2009 Deposition of Felice Baird.
7. Attached as Exhibit 7 is a true and correct copy of excerpts from the May 20, 2009 Deposition of James Baisley.
8. Attached as Exhibit 8 is a true and correct copy of excerpts from the April 16, 2009 Deposition of Jeffrey Bender.
9. Attached as Exhibit 9 is a true and correct copy of excerpts from the May 5, 2009 Deposition of Stephen Cornett.
10. Attached as Exhibit 10 is a true and correct copies of excerpts from the June 12, 2009 Deposition of Randal Davis.
11. Attached as Exhibit 11 is a true and correct copy of excerpts from the May 15, 2009 Deposition of John Enslen.
12. Attached as Exhibit 12 is a true and correct copy of excerpts from the April 10, 2009 Deposition of Sonia Fabian.
13. Attached as Exhibit 13 is a true and correct copy of excerpts from the June 8, 2009 Deposition of James Farrar.
14. Attached as Exhibit 14 is a true and correct copy of excerpts from the May 27, 2009 Deposition of William "Craig" Frazier.

15. Attached as Exhibit 15 is a true and correct copy of excerpts from the Aug. 1, 2005 Deposition of Betty Gist.
16. Attached as Exhibit 16 is a true and correct copy of excerpts from the May 14, 2009. Deposition of Betty Gist.
17. Attached as Exhibit 17 is a true and correct copy of excerpts from the June 23, 2009 Deposition of John Harrison.
18. Attached as Exhibit 18 is a true and correct copy of excerpts from the April 15, 2009 Deposition of Elvin Hollon.
19. Attached as Exhibit 19 is a true and correct copy of excerpts from the June 19, 2009 Deposition of Jerry Holmes.
20. Attached as Exhibit 20 is a true and correct copy of excerpts from the May 7, 2009 Deposition of Frederick Jaques.
21. Attached as Exhibit 21 is a true and correct copy of excerpts from the May 1, 2009 Deposition of Frank Johns.
22. Attached as Exhibit 22 is a true and correct copy of excerpts from the June 9, 2009 Deposition of David Jones.
23. Attached as Exhibit 23 is a true and correct copy of excerpts from the May 28, 2009 Deposition of Branson McCain.
24. Attached as Exhibit 24 is a true and correct copy of excerpts from the April 27, 2009 Deposition of John Moore.
25. Attached as Exhibit 25 is a true and correct copy of excerpts from the January 28, 2009 DCMA 30(b)(6) Deposition of Jeffrey Sims.
26. Attached as Exhibit 26 is a true and correct copy of excerpts from the April 7, 2009 SMA 30(b)(6) Deposition of Jeffrey Sims.
27. Attached as Exhibit 27 is a true and correct copy of excerpts from the April 10, 2009 Deposition of Virgil Willie.
28. Attached as Exhibit 28 is a true and correct copy of excerpts from the June 22, 2005 Deposition of Ernest Yates.
29. Attached as Exhibit 29 is a true and correct copy of Jan. 1 ,2007 Management Agreement; JB0044772 – JB0044793
30. Attached as Exhibit 30 is a true and correct copy of Jan. 1, 1998 Articles of Incorporation and By-Laws of Dairy Farms of America; Baisley000293 – Baisley000311

31. Attached as Exhibit 31 is a true and correct copy of Jan. 2007 Upper South Milk Producers Association Newsletter; Baisley000432 – Baisley000436
32. Attached as Exhibit 32 is a true and correct copy of Mar. 8, 2001 Minutes of the MDVA Milk Producers Cooperative Association, Inc. Board of Directors Meeting; MDVA\_004946\_0001 – MDVA\_004946\_0008
33. Attached as Exhibit 33 is a true and correct copy of February 28 and March 1, 2002 Minutes of the MDVA Milk Producers Cooperative Association, Inc. Board of Directors Meeting; Davis001323 – Davis001329
34. Attached as Exhibit 34 is a true and correct copy of May 2, 2002 Minutes of the MDVA Milk Producers Cooperative Association, Inc. Board of Directors Meeting; Davis001221 - Davis001227
35. Attached as Exhibit 35 is a true and correct copy of June 6, 2002 Minutes of the MDVA Milk Producers Cooperative Association, Inc. Board of Directors Meeting; Davis001229 - Davis001233
36. Attached as Exhibit 36 is a true and correct copy of Nov. 2007 Dairy Fresh Producer Price Comparison; NDHe00005254 - NDHe00005255
37. Attached as Exhibit 37 is a true and correct copy of Jan. 1, 2003 Outsourcing Agreement between Dairy Marketing Services, LLC and Dean Foods Company; Dean00000786 - Dean00000806
38. Attached as Exhibit 38 is a true and correct copy of Annual Statement for the year of 2003; McCain000952 - McCain000955
39. Attached as Exhibit 39 is a true and correct copy of July 30, 2003 E-mail from C. Covington to John Harrison; HarrisonJ000004 - HarrisonJ000005
40. Attached as Exhibit 40 is a true and correct copy of a Sept. 10, 2008 Affidavit by Calvin Covington.
41. Attached as Exhibit 41 is a true and correct copy of April 7, 1995 Membership Marketing Agreement of Dairymen, Inc.; McCain000521-McCain000523.
42. Attached as Exhibit 42 is a true and correct copy of the Feb. 2001 Report of the United States Department of Agriculture Economic Research Service entitled "Milk Pricing in the United States".
43. Attached as Exhibit 43 is a true and correct copy of a press release dated Aug. 6, 2001 entitled, "Advantage Dairy Group Partners to Create New Fluid Milk Marketing Division of Land O Lakes; DFA01-1004616-01-1004619.
44. Attached as Exhibit 44 is a true and correct copy of Minutes of the Southeast Area Council Meeting, Jan.15-16, 2003; DFA01-1270668-01-1270670.

45. Attached as Exhibit 45 is a true and correct copy of MacDonald, McBride & O'Donoghue, "Low Costs Drive Production to Large Dairy Farms," Amber Waves, Vol. 5, Issue 4; Sept. 2007.
46. Attached as Exhibit 46 is a true and correct copy of a reconciliation report for VFC for Dec. 2007; JB0041825-0041828.
47. Attached as Exhibit 47 is a true and correct copy of a report dated Jan. 31, 2008 Report of the United States Department of Agriculture Economic Research Service entitled "What Can USDA Data Tell Us Dairy Competitiveness?"
48. Attached as Exhibit 48 is a true and correct copy of a report on DFA's Membership and Governance Structure; DFA01-1325123-1325151.
49. Attached as Exhibit 49 is a true and correct copy of a document entitled Southern Marketing Agency Analysis Report; DFA 01-1182938-1182965.
50. Attached as Exhibit 50 is a true and correct copy of a document marked as exhibit 34 at the Jan. 28, 2009 deposition of Jeffrey Sims.
51. Attached as Exhibit 51 is a true and correct copy of excerpts from the April 17, 2009 deposition of Jay Bryant on behalf of Maryland Virginia Milk Producers Cooperative Association.
52. Attached as Exhibit 52 is a true and correct copy of a collection of reports obtained on May 29, 2009, from the website of the Federal Milk Marketing Administrator in Atlanta, Georgia (<http://www.fnmatlanta.com>).

I declare under penalty of perjury that the foregoing is true and correct.



Carl R. Metz